

**DULLES WORLD CENTER
ZMAP 2008-0018**

DRAFT PROFFER STATEMENT

September 16, 2010

Pursuant to Section 15.2-2303, Code of Virginia (1950), as amended, and Section 6-1209 of the Revised 1993 Loudoun County Zoning Ordinance, as amended (the "Zoning Ordinance"), Dulles World Center, LLC ("DWC") and the Innovation and Entrepreneurship Investment Authority ("IEIA" and, collectively with DWC, the "Applicant") the undersigned owners of the property identified as Loudoun County Tax Map 94 ((14)) Parcels A2B, A2C, A2D, A2E, B, and a portion of C (MCPI # 035-26-2113, 035-25-7745, 035-26-4587, 035-25-8897, 035-17-3774, and a portion of 035-26-7139, respectively) (collectively, the "Property") and further identified on the Existing Conditions Sheet (Sheet 3 of the Dulles World Center Zoning Map Amendment Plans), on behalf of themselves and their successors in interest, hereby voluntarily proffer that the development of the Property subject to ZMAP 2008-0018 shall be in substantial conformance with the proffers as set forth below.

All proffers made herein are contingent upon approval of (i) ZMAP 2008-0018 and the rezoning of the Property to the Planned Development – Town Center ("PD-TC") and Planned Development – Office Park ("PD-OP") zoning classifications under the Revised 1993 Loudoun County Zoning Ordinance, including the requested modifications as provided in Exhibit A, (the "Application"), (ii) SPEX 2010-0008 to allow an increased FAR to 1.45 in the PD-OP portion of the Property, and (iii) the Concept Development Plan, as defined below. If approved, these proffers ("Proffers") shall supersede all previous proffers applicable to the Property. In the event that this Application is denied, these Proffers shall be immediately null and void and of no further force and effect, and the proffers accepted by the Board of Supervisors with ZMAP 1985-0009 will remain in effect.

I. CONCEPT DEVELOPMENT PLAN

The development of the Property shall be in substantial conformance with the Concept Development Plan (the "CDP") (included by reference as Exhibit B), identified as Sheets 5, 6, and 7 of the Dulles World Center Zoning Map Amendment plans dated September 2, 2008 and revised through September 16, 2010, prepared by William H. Gordon Associates, Inc. Minor adjustments to the locations of the proposed uses, facilities and improvements shown on the CDP shall be permitted to address grading, drainage, environmental, cultural and natural features, development ordinance requirements, and other final engineering considerations, and to accommodate the recommendations of archaeological studies. Any such minor adjustments shall be in accordance with Section 6-1209 of the Zoning Ordinance. All subsequent land development applications for all or any portion of the Property shall include the applicable land bay designations noted on the CDP.

II. DEVELOPMENT SCOPE

A. Residential Uses

1. Maximum Residential Density

Development of the PD-TC portion of the Property will include a maximum of 1,495 multi-family dwelling units (the "Residential" units), which shall be developed in mid-rise and/or high-rise buildings and shall be inclusive of any required Affordable Dwelling Units ("ADUs") and any proffered Workforce Dwelling Units (as defined below), with related privately owned community facilities and amenities. Residential units shall be located only in such land bays as are identified on Sheet 7 of the CDP. Upon the issuance of the 1,200th Residential occupancy permit, and at all times thereafter, the Residential units shall have an average unit size of no more than 900 square feet per unit. Prior to the issuance of the 1,490th Residential occupancy permit, each residential land bay (Land Bays 1 – 5) shall have a minimum of 200 Residential units.

2. Affordable and Workforce Dwelling Units

Affordable Dwelling Units ("ADUs"), as may be required by the Zoning Ordinance, shall be noted on applicable record plats or site plans. The Applicant reserves its right to receive ADU exemptions for multi-family dwelling units that satisfy the Zoning Ordinance's exemption provisions found in Section 7-102(D). If required, ADUs shall be provided in accordance with the ADU provisions of Article 7 of the Zoning Ordinance and in accordance with Chapter 1450 of the Loudoun County Codified Ordinances.

In the event that any Residential building is exempt from the requirement to provide ADUs pursuant to the provisions of Article 7 of the Zoning Ordinance, the Applicant shall provide six and one-quarter percent (6.25%) of the total Residential units constructed in such building as for-sale and/or rental housing units that will be affordable to future residents. Such future residents shall have a median household income of up to one hundred percent (100%) of the Washington, DC, metropolitan statistical area median income ("AMI") as determined by the U.S. Census Bureau ("Workforce Dwelling Units" or "WDUs").

The WDUs shall, in the Applicant's sole discretion, be: (a) administered in accordance with the terms provided in the ADU provisions of Article 7 of the Zoning Ordinance and Chapter 1450 of the Loudoun County Codified Ordinances except that (i) the income limit for qualified purchasers or renters of the WDUs shall be consistent with the commitments in this Proffer II.A.2 of up to one hundred percent (100%) of AMI and (ii) any or all of the WDUs may be located in a single building, or (b) subject to a federal or state affordable housing program except that the income limit for qualified purchasers or renters of the WDUs shall be consistent with the commitments in this Proffer II.A.2 of up to one hundred percent (100%) of AMI notwithstanding that higher income limits may be allowed under such federal or state program. The Applicant shall decide the manner in which the WDUs shall be administered prior to the issuance of the first occupancy permit for any WDUs within the Property.

3. Energy Star Appliances

The Applicant shall require all Residential builders to install refrigerators, dishwashers, and clothes washers that are certified as ENERGYSTAR® (or an equivalent energy efficiency rating body) qualified in all Residential units. The Applicant shall demonstrate compliance with this commitment by noting such requirement on each site plan containing Residential units.

4. Accessible Design Features

The Applicant shall require all Residential builders to offer universal/accessible design elements to prospective purchasers as an option.

B. Non-Residential Uses

1. For purposes of these Proffers and the CDP:

- a. "Non-Residential" uses shall include all uses at the Property (within both PD-OP and PD-TC zoning districts) other than residential uses, civic uses and open space.
- b. "Commercial" uses shall mean all Non-Residential uses at the Property other than Office and Hotel that are permitted by-right or pursuant to an approved special exception in the PD-OP or PD-TC zoning district.
- c. "Hotel" uses shall mean the full-service hotel referenced in Proffer II.C below.
- d. "Civic" uses shall mean the uses identified in Proffer V.B below and any other similar uses that the Zoning Administrator, or a designee of the Zoning Administrator, deems to be civic uses.

2. Development of the PD-OP portion of the Property shall include up to 1,000,000 square feet of Office uses, of which no more than 50,000 square feet may be converted to Commercial uses as permitted in the PD-OP district. Any Commercial uses provided within the PD-OP portion of the Property shall be vertically integrated within the footprint of the Office building(s) in such land bay.

3. Development of the PD-TC portion of the Property shall include up to 2,279,500 square feet of Office uses, up to 350,000 square feet of Commercial uses and up to 350,000 square feet of Hotel uses.

C. Full-Service Hotel

Development of the PD-TC portion of the Property shall include one (1) Hotel in Land Bay 10, 11, 12 or 13 adjacent to Road C and/or within the Town Center Core. The Hotel shall be a minimum six-story, full-service Hotel with between 200 and 350 guest rooms, and shall provide a range of services and amenities. Such amenities may include such things as restaurant(s), room service, concierge services, but shall include a minimum of 12,500 square feet of accessory meeting room/conference center space.

D. Building Heights and Square Footage

1. Office. Office buildings located within Land Bays A, 9, 10, 11, 12, and 13 shall be constructed to heights of at least six (6) stories, or seventy-two (72) feet, whichever is

less. Land Bays 9, 10, 11, 12, and 13 shall each contain at least 150,000 square feet of Office uses at the full build-out of each such land bay. The Office buildings within Land Bays 9, 10, 11, 12, and 13 also may include Commercial uses on the ground floor(s) in accordance with the Landbay Tabulations on Sheet 7 of the CDP. Land Bay A shall contain at least 450,000 square feet of Office uses at full build-out. The Office buildings within Land Bay A also may include up to 50,000 square feet of Commercial uses on the ground floor in accordance with Proffer II.B.2 and the Landbay Tabulations on Sheet 7 of the CDP.

2. Residential. Upon the issuance of the 1,200th Residential occupancy permit, and at all times thereafter, the tallest building in Land Bays 1, 2, 3, 4, and 5 shall not exceed the building height of the tallest building in Land Bays A, 9, 10, 11, 12, and 13.

3. FAA Review. The Applicant shall obtain, and provide documentation to the County of, the necessary Federal Aviation Administration approvals for each individual building within the Property prior to the County's approval of the applicable site plan for each such building.

E. Parking Structures

Parking structures shall not exceed a height of seven stories, or eighty-one (81) feet, whichever is greater. Freestanding parking structures shall not be located adjacent to the Dulles Toll Road nor shall they exceed the height of any building located adjacent to the Dulles Toll Road. Parking structures shall be treated with individual design elements such as, but not limited to, false fenestration, glass, colored or stamped concrete panels, vegetation, or any combination thereof, or architectural treatment for the purpose of masking the parking structure and incorporating its exterior architectural design with that of surrounding buildings.

F. Limitations on Drive-Through and Freestanding Commercial Establishments

The proposed development shall not include any freestanding Commercial uses, with the exception of up to 92,000 square feet of Commercial uses in Land Bays 7 and 8. Of the permitted Commercial square footage in Land Bays 7 and 8, the Applicant shall be permitted to develop one (1) individual Commercial establishment with a maximum of 40,000 square feet. All other Commercial uses within Land Bays 7 and 8 shall be limited to a maximum of 10,000 square feet per Commercial establishment. Drive-throughs shall be prohibited at the Property.

G. Parking

1. Parking shall be provided in accordance with Section 5-1100 of the Zoning Ordinance, provided, however, that the Applicant may provide parking pursuant to a future parking reduction approved in accordance with procedures set out with the Zoning Ordinance.

2. Any areas reflected on the CDP for development (including, but not limited to private roads, buildings, parking, structured parking or other future development) may be used, on an interim and phased basis, for surface parking unless and until the future phases are developed (in which case, the surface parking will be replaced). Off-street surface parking

located adjacent to Route 28 or the Dulles Toll Road shall be screened with a Type III buffer as defined in Table 5-1414(B) of the Zoning Ordinance.

3. Upon the issuance of occupancy permits for more than 3,200,000 square feet of Non-Residential uses, and at all times thereafter, at least sixty percent (60%) of the required parking spaces shall be provided within parking structures.

H. Streets

1. The Applicant shall provide private streets for the proposed development in accordance with Chapter 4 of the Facilities Standards Manual in the locations shown on Sheet 5 of the CDP. All streets proposed for the Property shall be privately maintained by the Dulles World Center Property Owners Association ("POA") pursuant to Proffer VI herein except for Realigned Innovation Avenue, which shall be a public road. Furthermore, at such time as the Applicant dedicates to Loudoun County or the Virginia Department of Transportation ("VDOT") the reservation area shown on Exhibit C attached hereto, pursuant to Proffer VII.C.2 herein, the portion of Road H subject to such dedication shall no longer be privately maintained by the Dulles World Center POA.

2. Any block within the PD-TC District longer than 500 linear feet shall contain a mid-block break, which requirement may be met by providing a plaza, pocket park, hardscape seating area set back from the sidewalk with multiple benches or other street furniture, entrance plaza, internal pedestrian alley, outdoor gathering place or employing such other technique that serves to break up the linear massing of the block.

3. The Applicant shall install street trees at a minimum, along Roads B, C, E, F, G and H so that the average distance between such street trees is 44 feet or less. The trees shall have a minimum caliper of three (3) inches with a height at maturity of at least 15 feet.

I. Screening

1. Dumpsters and loading docks shall be designed to be oriented away from roads and residential uses or shall be screened with such things as landscaping, enclosures, roll-up doors, berms and/or screening walls. All refuse collection and loading areas on the Property shall be oriented so as to have minimal visibility from roads and residential uses. If such refuse collection or loading areas are not substantially screened from plain view by roads and residential uses, they shall be treated with architectural elements similar to the principal structure, fencing and/or landscaping so as to be screened from roads and residential uses. The provisions of this Proffer II.I shall not be construed as a modification of any provision of Section 4-808(P) or Section 5-1400 of the Zoning Ordinance.

2. Any mechanical units on the rooftops of the buildings on the Property shall be screened by architectural features compatible with building façade architecture. Rooftop amenities such as green roofs may also be used to screen rooftop equipment.

III. PHASING

The Residential and Non-Residential uses within the Property shall be developed in four (4) phases, as follows:

A. Phase I

1. Phase I.A. The Applicant shall be permitted to develop up to 1,024,436 square feet of Office uses and up to 106,964 square feet of Commercial uses during Phase I.A. Prior to the issuance of the first zoning permit for any building in Phase I.B, zoning permits for at least 1,024,436 square feet of Office uses shall be issued for the Property. The Applicant shall not develop any Residential units during Phase I.A.

2. Phase I.B. The Applicant shall be permitted to develop to up 383,964 square feet of additional Office uses during Phase I.B (for a cumulative total of 1,408,400 square feet of Office uses in Phases I.A and I.B). The Applicant shall be permitted to receive any zoning permits for the Commercial uses permitted in Phase I.A and not already issued during Phase I.A (for a cumulative total of 106,964 square feet of Commercial uses in Phases I.A and I.B). Prior to the issuance of the first zoning permit for any building in Phase II, zoning permits for at least 1,408,400 cumulative square feet of Office uses shall be issued for the Property. The Applicant shall not develop any Residential units during Phase I.B.

3. Route 28/CIT Metro Station Service. In addition to the foregoing Phase I.A and Phase I.B commitments, prior to the issuance of the first occupancy permit for any building in Phase II, the Metropolitan Washington Airports Authority shall have extended Metrorail service to the Route 28/CIT Metro Station.

B. Phase II

The Applicant shall be permitted to develop up to 1,034,600 square feet of additional Office uses during Phase II (for a cumulative total of 2,443,000 square feet of Office uses in Phases I.A, I.B, and II). The Applicant shall be permitted to develop up to 130,523 square feet of additional Commercial uses during Phase II (for a cumulative total of 237,487 square feet of Commercial uses in Phases I.A, I.B, and II). Prior to the issuance of the first zoning permit for any building in Phase III, zoning permits for at least 2,443,000 cumulative square feet of Office uses shall be issued for the Property. The Applicant shall be permitted to receive zoning permits for up to 973 Residential units during Phase II.

C. Phase III

Upon the fulfillment of any other improvements to be completed pursuant to these Proffers prior to Phase III, the Applicant shall be permitted, but not required, to receive zoning permits for any Non-Residential or Residential uses not issued during Phases I.A, I.B or II.

D. Phasing Tabulations

The Applicant shall include on the first site plan, and each subsequent site plan, for all or any portion of the Property the cumulative number of Residential units and the cumulative square footage of Office, Commercial, and Hotel uses in order to demonstrate compliance with

the overall development program and phasing commitments contained in Proffers II.A, II.B, III.A, III.B, and III.C.

E. Hotel Uses

In addition to the uses identified in Phases I.A, I.B, II, and III above, the Applicant shall be permitted to receive zoning permits for up to 350,000 square feet of Hotel uses with a maximum of 350 Hotel rooms during any phase of development. At a minimum, the Applicant shall obtain occupancy permits for at least 200 Hotel rooms prior to the issuance of occupancy permits for more than 3,200,000 square feet of Non-Residential uses.

F. Civic Uses

In addition to the uses identified in Phases I.A, I.B, II, and III above, the Applicant shall be permitted to provide civic uses as further described in Proffer V.B below during any phase of development. Any floor area devoted to civic uses shall be in addition to the development permitted for the Property pursuant to Proffer II.A and II.B.

IV. CAPITAL FACILITIES AND ROUTE 28 TAX DISTRICT

A. Capital Facilities Contribution

The Applicant shall make a one-time, capital facilities contribution to Loudoun County (the "County") in the amount of \$23,758 for each market-rate multi-family unit, which shall exclude ADUs and/or WDUs provided pursuant to Proffer II.A. The contribution shall be paid prior to, or concurrently with, the issuance of each Residential zoning permit. Capital facilities contributions may be used at the County's discretion for any capital facility improvement in the Sterling Planning Subarea of the County.

B. Route 28 Buy-Out Payment

The Applicant shall make a one-time contribution to the Route 28 Highway Transportation Improvement District in the amount of \$ [to be determined] for each multi-family unit. The contribution shall be paid prior to, or concurrently with, the issuance of each Residential zoning permit.

V. PARKS, OPEN SPACE, CIVIC USES, AND RECREATIONAL AMENITIES

A. Parks and Open Space

1. The Applicant shall provide a minimum of 7.2 acres of open space within Land Bay A, which shall include a network of multi-use trails as described in Proffer VIII.C herein, at least one (1) gazebo, and at least three (3) picnic tables with benches. The Applicant shall provide such open space prior to the issuance of the first occupancy permit for any building within Land Bay A. In the event Land Bay A is sold to, or leased by, a government agency and/or defense contractor subject to security regulations that restrict public access, the open space within Land Bay A may be limited to use by only Land Bay A's tenants and employees.

2. The Applicant shall provide areas programmed for passive recreation and community gathering/events in Land Bays 7 and 8 that will serve as the Property's main activity center (the "Promenade") in the approximate locations shown on Sheet 6 of the CDP. The Promenade may include parks, plazas, and/or formal and informal gathering areas as further described in the Design Guidelines attached as Exhibit D. The portion of the Promenade within Land Bay 7 shall include a minimum of 1.0 acre of open space (of which 40,000 square feet shall meet the Town Green requirements of the Zoning Ordinance) and a minimum of 1.0 acre of any combination of open space and civic uses (such that a minimum of 2.0 acres shall be open space and/or civic uses.)

a. The portion of the Promenade within Land Bay 7 shall be completed and open to the public prior to the issuance of the first occupancy permit for any building in Land Bay 7 or any building in Land Bays 1, 2, 10, or 11 adjacent to Land Bay 7.

b. The portion of the Promenade within Land Bay 8 shall be completed and open to the public prior to the issuance of the first occupancy permit for any building in Land Bay 8 or any building in Land Bays 3, 4, 12, or 13 adjacent to Land Bay 8.

c. Notwithstanding the provisions of Proffers V.A.1.a and V.A.1.b above, the entire Promenade shall be completed and open to the public prior to the issuance of the 1,200th Residential occupancy permit or the issuance of occupancy permits for more than 3,200,000 square feet of Non-Residential uses, whichever is first.

d. The Promenade shall be owned and maintained by the Dulles World Center POA, to be established pursuant to the provisions of Proffer VI.

3. The Applicant shall provide required buffers, at least 17,000 square feet of pocket parks spread across at least four land bays, plazas, and informal gathering areas throughout the Property as described in the Design Guidelines attached as Exhibit D. Upon the issuance of the first occupancy permit for any building in Phase III, such required buffers, pocket parks, plazas, and informal gathering areas shall cumulatively comprise a minimum of 2.0 acres, exclusive of any such areas provided within Land Bays A, 7, and 8. The Applicant shall install picnic tables and benches in at least two (2) of the pocket parks, plazas, and informal gathering areas.

B. Civic Uses

A minimum of five percent (5%) of the total land area of the PD-TC district shall be devoted to civic uses, which civic uses may include such things as government offices, post offices, libraries, museums, flower and sculpture gardens, community centers/community meeting rooms, recreation centers, skating rinks, cultural centers, performing arts centers, indoor theaters, art galleries, churches, synagogues, temples or mosques, police stations, and fire and rescue stations, and any other similar uses that the Zoning Administrator, or a designee of the Zoning Administrator, deems to be civic uses. Prior to the issuance of any occupancy permits for Phase II, at least one (1) of the uses listed above shall be provided within the Property. Prior to the issuance of any occupancy permits for Phase III, at least three (3) of the uses listed above shall be provided within the Property. If the civic use is one element within a mixed-use or multi-tenanted building, the actual floor area of the portion of that building containing the civic use element shall be counted toward the minimum five percent (5%) of the total land area of the

Property to be devoted to such civic uses. Such floor area devoted to civic uses shall be in addition to the development permitted for the Property pursuant to Proffer II.A and II.B and shall not be subject to the phasing requirements of Proffer III. Any land area devoted to civic uses shall not count towards the minimum open space required pursuant to Proffer V.A above.

C. Recreational Amenities

1. The Applicant shall provide the following amenities/facilities in each Residential land bay:

a. A minimum of 500 square feet of courtyard space per Residential land bay (which shall not count toward the open space to be provided pursuant to Proffer V.A.1 above) to include such amenities as informal seating areas, landscaping, hardscape areas, and passive recreation areas;

b. A minimum of 1,000 square feet of storage facilities per Residential land bay, including bicycle racks as described in Proffer VIII.B.3 below;

c. One of the above amenities/facilities shall be provided prior to the issuance of the 100th Residential occupancy permit in each land bay and both of the above listed amenities/facilities shall be provided prior to the issuance of the 200th Residential occupancy permit in each land bay.

2. In addition to the above, the Applicant shall provide the following amenities/facilities to serve the Residential land bays:

a. A minimum of 3,500 square feet of swimming pools to be provided in one or more pools, with each swimming pool being a minimum of 800 square feet, such that all residents will have access to at least one swimming pool prior to the issuance of the 350th Residential occupancy permit for the Property and at all times thereafter;

b. A minimum of 2,500 square feet of tot lot area to be provided in one or more tot lots, such that all residents will have access to at least one tot lot prior to the issuance of the 350th Residential occupancy permit for the Property and at all times thereafter;

c. A minimum of 7,500 square feet of interior amenity space for the benefit of the residents, which may include, but is not limited to:

i. Business center with broadband or high-speed data connections, computer(s), printer(s), and facsimile machine;

ii. Community/Entertainment room;

iii. Yoga/Pilates room;

iv. Fitness Center with equipment such as stationary bikes, treadmills, weight machines, free weights, etc.

d. Prior to the issuance of the 350th Residential occupancy permit for the Property, and at all times thereafter, all residents of the Property shall have access to at least one Community/Entertainment room and one Fitness Center as defined above.

VI. PROPERTY OWNERS ASSOCIATION

A. POA General Responsibilities

All property owners in Dulles World Center shall be a member of a Property Owners Association established to regulate use and provide standards for the construction, landscaping and use of privately owned land and structures within the Property. The Applicant shall establish an overall, umbrella POA with a number of sub-associations which may be composed of any one or more of the following: an Office/Hotel POA, a commercial POA, a residential POA, and/or residential condominium associations (collectively referred to herein as the "POA"). The POA shall have the responsibility to provide, or shall contractually assign responsibility to one or more sub-associations to provide, landscaping and lawn maintenance for all common areas and open space, snow removal on all private streets, and trash removal and recycling services. The POA and/or the sub-associations shall be responsible for the maintenance of all common recreational facilities and buildings, all stormwater management facilities not maintained by the County, all private streets, and all sidewalks and multi-use trails, including the regional bicycle trail, located outside of public road right-of-way and not otherwise maintained by Loudoun County or the VDOT. The umbrella POA shall retain responsibility for compliance with the provisions of this Proffer VI.A unless and until it contractually assigns or delegates its responsibilities to a sub-association or sub-associations.

B. Establishment of the POA

Prior to the approval of the first record plat or site plan, whichever is first in time, at the Property, draft documents for the establishment of the POA and sub-associations shall be submitted to the County for review and approval. The POA shall be established prior to the approval of the first record plat or site plan for the Property, whichever is first in time.

C. POA Design Standards

In order to provide for the implementation of design concepts which further the design commitments provided throughout these Proffers, the POA covenants shall require the establishment of a design review committee and shall require said committee to adopt design standards in general conformance with the "Design Guidelines" presented with this Application and included by reference as Exhibit D (dated July 30, 2010). One (1) member of the design review committee shall be an appointee of the district supervisor in whose district the Property lies. The guidelines shall provide for the regulation of street frontage and architectural standards that will ensure the development of a unified community. The POA design review committee shall be established and its design guidelines imposed within three (3) months of the creation of the POA or prior to submission of the first site plan for the Property, whichever is first, and the design review committee shall review all development plans.

D. Property Owner Notification

1. The POA covenants shall include a written disclosure statement regarding aircraft overflights and aircraft noise to all prospective purchasers of Residential units in accordance with Section 4-1404(A)(1) of the Zoning Ordinance. Such written disclosure statement shall include an illustrative map showing the Ldn 60 and Ldn 65 contour lines.

2. The POA covenants shall include a written disclosure statement regarding quarry operations adjacent to the Property to all prospective purchasers of Residential units and Non-Residential uses in accordance with Section 4-1804 of the Zoning Ordinance.

VII. TRANSPORTATION

A. Realignment of Innovation Avenue

1. The Applicant shall dedicate right-of-way, up to 120 feet in width, along with all necessary construction and maintenance-related easements located outside of the right-of-way (the "On-Site Right-of-Way"), to accommodate a six-lane median divided Realigned Innovation Avenue within the current boundaries of the Property in the general location depicted as "A1" on Exhibit F. The Applicant shall dedicate the On-Site Right-of-Way to Loudoun County in conjunction with approved construction plans and profiles for Realigned Innovation Avenue and prior to, or concurrent with, approval of the first record plat or site plan for development of the Property, whichever is first in time. The Applicant shall dedicate additional on-site right-of-way if needed to accommodate turn lanes within the Property. To the extent permitted by the Zoning Ordinance, the Applicant hereby and specifically reserves any and all density credit for the portion of this right-of-way located within the PD-OP portion of the Property.

2. The Applicant shall dedicate right-of-way, up to 120 feet in width, along with all necessary construction and maintenance-related easements located outside of the right-of-way (the "DWC Off-Site Right-of-Way"), to accommodate a six-lane median divided Realigned Innovation Avenue from the boundary of the Property to Rock Hill Road in the general location depicted as "A2" on Exhibit F. The Applicant shall dedicate the DWC Off-Site Right-of-Way to Fairfax County in conjunction with approved site plans and/or public improvement plans for Realigned Innovation Avenue and prior to, or concurrent with, approval of the first record plat or site plan for development of the Property, whichever is first in time. The Applicant shall provide written notification to Loudoun County of the dedication of the DWC Off-Site Right-of-Way to Fairfax County within 30 days of such dedication.

3. The Applicant shall construct a four-lane divided Realigned Innovation Avenue between Route 28 and Rock Hill Road, including necessary turn lanes within the Property, in the general location depicted as "A1" and "A2" on Exhibit F. The Applicant shall complete construction of such portion of Realigned Innovation Avenue (meaning the roadway is open to traffic but not necessarily accepted for maintenance by VDOT) prior to the issuance of the first occupancy permit for the Property.

4. Subject to the provision of right-of-way, up to 120 feet in width, along with all necessary construction and maintenance-related easements located outside of the right-of-way (the "IEIA Off-Site Right-of-Way"), by the owner of Fairfax County Tax Map parcel 15-

2 ((1)) 17 to accommodate a six-lane median divided Realigned Innovation Avenue from Rock Hill Road east to existing Innovation Avenue in the general location depicted as "A3" on Exhibit F, the Applicant shall construct a four-lane divided Realigned Innovation Avenue between Rock Hill Road and existing Innovation Avenue in the general location depicted as "A3" on Exhibit F. The Applicant shall complete construction of such portion of Realigned Innovation Avenue (meaning the roadway is open to traffic but not necessarily accepted for maintenance by VDOT) prior to the issuance of the first occupancy permit for the Property.

5. The provision of the IEIA Off-Site Right-of-Way shall be at no cost to the Applicant and may occur by the dedication of such right-of-way to Fairfax County or by conveyance of such right-of-way to the Applicant for dedication to Fairfax County. If the owner of Fairfax County Tax Map parcel 15-2 ((1)) 17 provides the IEIA Off-Site Right-of-Way within 90 days of the Applicant's written request, the Applicant shall dedicate the IEIA Off-Site Right-of-Way to Fairfax County (if not already dedicated) in conjunction with approved site plans and/or public improvement plans for Realigned Innovation Avenue and prior to, or concurrent with, approval of the first record plat or site plan for development of the Property. The Applicant shall provide written notification to Loudoun County of the dedication of the IEIA Off-Site Right-of-Way to Fairfax County within 30 days of such dedication. If the owner of Fairfax County Tax Map parcel 15-2 ((1)) 17 does not provide the IEIA Off-Site Right-of-Way within 90 days of the Applicant's written request, the Applicant shall be released from the obligations of Proffer VII.A.4 above and this Proffer VII.A.5.

6. In the event the funding and construction of Realigned Innovation Avenue are completed by the IEIA, the Applicant shall reimburse the IEIA the amount equivalent to the verified actual cost of Realigned Innovation Avenue, as substantiated by paid invoices and determined in accordance with Proffer VII.I below. In the event the funding and construction of Realigned Innovation Avenue are completed by any third-party other than the IEIA, the Applicant shall contribute to Loudoun County an amount equivalent to the verified actual cost of Realigned Innovation Avenue, as substantiated by paid invoices and determined in accordance with Proffer VII.I below.

7. Access from the Property to Realigned Innovation Avenue shall be limited to the general locations of the intersections shown on Sheet 5 of the CDP.

8. Concurrent with Realigned Innovation Avenue being bonded for construction, the Applicant shall be entitled to take such steps as are necessary to initiate the process to abandon, vacate, and abolish the portion of existing Innovation Avenue not within the right-of-way of Realigned Innovation Avenue in coordination with Loudoun County, VDOT, and the IEIA.

9. The Applicant shall submit to the County and VDOT a traffic signal warrant analysis for the intersection of Realigned Innovation Avenue, Shaw Road, and Road A in conjunction with submission of the first site plan or record plat for the Property. In the event the analysis concludes, and VDOT concurs, that a traffic signal is warranted at this intersection, the Applicant shall design, construct, and install the signal prior to the issuance of the first occupancy permit in Phase I.B.

10. The Applicant shall submit to the County and VDOT a traffic signal warrant analysis for the intersection of Realigned Innovation Avenue and Road F in conjunction with submission of the first site plan or record plat for any building in Phase I.B. In the event the analysis concludes, and VDOT concurs, that a traffic signal is warranted at this intersection, the Applicant shall design, construct, and install the signal prior to the issuance of the first occupancy permit in Phase II.

11. The Applicant shall submit to the County and VDOT a traffic signal warrant analysis for the intersection of Realigned Innovation Avenue and Road H in conjunction with submission of the first site plan or record plat for any building in Phase I.B. In the event the analysis concludes, and VDOT concurs, that a traffic signal is warranted at this intersection, the Applicant shall design, construct, and install the signal prior to the issuance of the first occupancy permit in Phase II.

12. The Applicant shall submit to the County and VDOT a traffic signal warrant analysis for the intersection of Realigned Innovation Avenue and Rock Hill Road in conjunction with submission of the first site plan or record plat for any building in Phase II. In the event the analysis concludes, and VDOT concurs, that a traffic signal is warranted at this intersection, the Applicant shall design, construct, and install the signal prior to the issuance of the first occupancy permit in Phase III.

B. Route 28/Innovation Avenue Interchange

1. Immediately upon approval of this Application, the County may request that the Applicant dedicate all necessary right-of-way to accommodate a trumpet-style interchange, along with all necessary construction and maintenance-related easements located outside of the right-of-way, at the intersection of Route 28 and Innovation Avenue (the "Interchange") in the general location depicted as "B" on Exhibit F. Such dedication shall occur within 90 days of the County's written request for dedication of the Interchange area. To the extent permitted by the Zoning Ordinance, the Applicant hereby and specifically reserves any and all density credit for the portion of this right-of-way located within the PD-OP portion of the Property.

2. The Applicant shall fund and construct the Interchange prior to the issuance of the first occupancy permit for Phase IB, unless such funding and construction is completed by others prior to the issuance of the first occupancy permit for Phase IB. The Applicant shall not be entitled to receive any occupancy permits set out in Phase II or later phases before the Interchange is open to traffic.

3. In the event the funding and construction of the Interchange are completed by others, the Applicant shall contribute to Loudoun County an amount equivalent to the verified actual cost of the Interchange, as substantiated by paid invoices and determined in accordance with Proffer VII.I below, toward the funding of the DTR Bridge (as defined below).

C. Dulles Toll Road Bridge Right-of-Way

1. The County may, at any time, request that the Applicant reserve the variable right-of-way in the location shown on Exhibit C, entitled "Right-of-Way Reservations/Dedications and Road Improvements, dated July 30, 2010, and prepared by William H. Gordon Associates, Inc., for future dedication to accommodate a portion of a four-lane bridge over the Dulles Toll Road connecting Sunrise Valley Drive and Davis Drive (the "DTR Bridge"). Upon receipt of the County's written request to reserve such right-of-way, the Applicant shall work diligently with the County to memorialize the reservation. Prior to the dedication of the reservation area pursuant to Proffer VII.C.2. below, the Applicant may utilize the reservation area for Road H as shown on Sheet 5 of the CDP, which shall be privately maintained by the Dulles World Center POA pursuant to Proffer VI.A herein.

2. Upon the execution of the necessary commitments by others to fund and construct the DTR Bridge, the County may request that the Applicant dedicate the variable right-of-way reserved as provided in Proffer VII.C.1. above. The Applicant shall prepare all plats of dedication necessary for the dedication of such right-of-way. Such dedication shall occur within 120 days of the County's written request for dedication of the right-of-way.

D. Route 606 Connection/Shaw Road Extension

1. Subject to the acquisition of any necessary off-site right-of-way or easements, pursuant to the provisions of Proffer VII.D.3 below, the Applicant shall acquire and dedicate right-of-way, up to 50 feet in width, along with all necessary construction and maintenance-related easements located outside of the right-of-way, from the owner of Loudoun County parcel MCPI# 035-36-7950 to accommodate a two-lane undivided road section from Realigned Innovation Avenue to existing Shaw Road in the general location depicted as "D" on Exhibit F.

2. Unless relieved of its obligation in accordance with Proffer VII.D.4 below, the Applicant shall construct a two-lane undivided section of road from Realigned Innovation Avenue to existing Shaw Road in the general location depicted as "D" on Exhibit F prior to the issuance of the first occupancy permit for Phase III.

3. The Applicant shall make good faith efforts to acquire the off-site right-of-way and/or easements necessary for a two-lane undivided road section from Innovation Avenue to existing Shaw Road as proffered above. Where right-of-way and/or easements necessary for proffered road improvements cannot be obtained despite such good faith efforts, either (i) voluntarily through donation or proffer to the County, or (ii) through purchase by the Applicant at a good faith reasonable price, the Applicant shall request that the County acquire such right-of-way and/or easements by appropriate eminent domain proceedings by the County, with all costs associated with the eminent domain proceedings to be borne by the Applicant, including, but not limited to, land acquisition costs. The initiation of such eminent domain proceedings is solely at the discretion of the County.

4. If any necessary off-site right-of-way or easements cannot be acquired by the Applicant and the County chooses not to exercise its right of eminent domain, the Applicant shall be released from the obligations to acquire such right-of-way and released from the obligations of this Proffer VII.D. If the County chooses to defer the exercise of its right of

eminent domain to acquire any necessary off-site right-of-way or easements, the Applicant shall defer its obligation to complete the improvements in this Proffer VII.D.

5. In the event the funding and construction of the improvements identified in this Proffer VII.D are completed by others, the Applicant shall contribute to Loudoun County an amount equivalent to the verified actual cost of the improvements, as substantiated by paid invoices and determined in accordance with Proffer VII.I below.

E. Route 606/Rock Hill Road Intersection Improvements

1. Subject to the acquisition of any necessary off-site right-of-way or easements, pursuant to the provisions of Proffer VII.E.3 below, the Applicant shall acquire and dedicate off-site right-of-way, along with all necessary construction and maintenance-related easements located outside of the right-of-way, as necessary to accommodate a second left turn lane from westbound Route 606 onto southbound Rock Hill Road in the general location depicted as "E" on Exhibit F.

2. Unless relieved of its obligation in accordance with Proffer VII.E.5 below, the Applicant shall construct a second westbound left turn lane from Route 606 onto southbound Rock Hill Road in the general location depicted as "E" on Exhibit F prior to the issuance of the first occupancy permit for Phase II.

3. The Applicant shall make good faith efforts to acquire off-site right-of-way and/or easements necessary for a second westbound left turn lane from Route 606 onto southbound Rock Hill Road as proffered above. Where right-of-way and/or easements necessary for proffered road improvements cannot be obtained despite such good faith efforts, either (i) voluntarily through donation or proffer to the Town of Herndon or Loudoun County, as applicable, or (ii) through purchase by the Applicant at a good faith reasonable price, the Applicant shall request that the Town of Herndon and/or Loudoun County, as applicable, acquire such right-of-way and/or easements by appropriate eminent domain proceedings by the Town and/or Loudoun County, as applicable, with all costs associated with the eminent domain proceedings to be borne by the Applicant, including, but not limited to, land acquisition costs. The initiation of such eminent domain proceedings is solely at the discretion of the Town of Herndon and Loudoun County. The Applicant shall notify the Loudoun County Zoning Administrator of any correspondence between the Applicant and the Town of Herndon and the initiation of any eminent domain proceedings by the Town pursuant to the provisions of this Proffer VII.E.3.

4. Unless relieved of its obligation in accordance with Proffer VII.E.5 below, the Applicant shall adjust the signal timing of the Route 606/Rock Hill Road intersection prior to the issuance of the first occupancy permit for Phase II.

5. If any necessary off-site right-of-way or easements cannot be acquired by the Applicant and the Town of Herndon chooses not to exercise its right of eminent domain, the Applicant shall be released from the obligations to acquire such right-of-way and shall be released from the obligations of Proffer VII.E.1 and Proffer VII.E.2 above. If the Applicant is released from such obligations pursuant to this Proffer VII.E.5, the Applicant shall contribute

\$100,000 to the Town of Herndon for traffic calming measures in the vicinity of the Route 606/Rock Hill Road intersection. If the Town of Herndon and/or Loudoun County, as applicable, choose to defer the exercise of their right of eminent domain to acquire any necessary off-site right-of-way or easements, the Applicant shall defer its obligation to complete the improvements in this Proffer VII.E.

F. Road B Connection to Rock Hill Road

1. The Applicant shall dedicate right-of-way, up to 30 feet in width, along with all necessary construction and maintenance-related easements, to accommodate one-half of a two-lane undivided section of Road B from the intersection of Road B and Road H east to Rock Hill Road in the general location depicted as "F" on Exhibit F.

2. The Applicant shall construct one-half of a two-lane undivided section of Road B from the intersection of Road B and Road H east to Rock Hill Road in the general location depicted as "F" on Exhibit F prior to the issuance of the first occupancy permit for Phase III.

3. In the event the funding and construction of the improvements identified in this Proffer VII.F are completed by others, the Applicant shall contribute to Loudoun County an amount equivalent to the verified actual cost of the improvements, as substantiated by paid invoices and determined in accordance with Proffer VII.I below.

G. Transportation Demand Management Program

1. Vehicle Trip Reduction Requirements

a. Prior to the issuance of the first occupancy permit for any use in Phase I, the Applicant shall submit to the Office of Transportation Services ("OTS") for review and approval for implementation by the Applicant or the POA a Transportation Demand Management ("TDM") Program consisting of voluntary management measures to reduce single occupancy vehicle trips generated by development of the Property. The Applicant or the POA shall incorporate the provisions of the TDM Program into the POA covenants and shall not amend such provisions without the express written permission of the County. Prior to the issuance of the first occupancy permit for any use in Phase II, the Applicant shall achieve a reduction of four percent (4%) of the volume of AM and PM peak hour vehicle trips from those set forth in the Institute of Transportation Engineers Trip Generation (7th Edition) by employing any combination of the TDM measures identified in Proffer VII.G.2 below.

b. Prior to the issuance of the first occupancy permit for any use in Phase II, the Applicant shall submit to OTS for review and approval for implementation by the Applicant or the POA a TDM Program consisting of voluntary management measures to reduce single occupancy vehicle trips generated by development of the Property. The Applicant or the POA shall incorporate the provisions of the TDM Program into the POA covenants and shall not amend such provisions without the express written permission of the County. Upon the issuance of occupancy permits for more than 3,200,000 square feet of Non-Residential uses, and at all times thereafter, the Applicant shall achieve a reduction of ten percent (10%) of the volume of

AM and PM peak hour vehicle trips from those set forth in the Institute of Transportation Engineers Trip Generation (7th Edition) by employing any combination of the TDM measures identified in Proffer VII.G.2 below.

2. The TDM Program shall include provisions for a combination of one, some or all of the following elements which shall be appropriate to the size, scale and location of the proposed uses and which are intended to produce a reduction in the traffic and related impacts of the uses:

- a. Transit Incentive Program: Ride-sharing and transit incentive program, which may include activities to encourage and assist the formation of car, van and bus pools, such as cash payments or subsidies, preferential parking charges or parking locations, and other analogous incentive programs.
- b. Bicycle and Pedestrian Incentives: Bicycle and pedestrian incentive measures will include provisions for bicycle parking and shower/changing facilities in accordance with Proffer VIII.B.
- c. Flex-time: Variable work hours, or flex-time programs under which employees may stagger their work hours in order to affect a reduction in the amount of peak period traffic levels to and/or from the Property which would otherwise not occur.
- d. Miscellaneous TDM Measures: Measures to reduce the reliance on single-occupancy vehicles by employees and others who will travel to and from the Property which may include parking fee structures tailored to encourage multiple occupancy vehicles, time and other access controls to encourage use of parking spaces in on-site parking facilities by multiple occupancy vehicles, and a program to support and encourage the utilization of alternative transportation modes.
- e. Shuttle bus service in accordance with Proffer VII.J herein.
- f. Following County comment on the TDM Program, the Applicant and/or the POA shall implement the approved provisions of the TDM Program immediately thereafter. The Applicant shall conduct initial and biennial commuting surveys of the employees of the Office, Commercial, and Hotel uses and the residents of the Residential buildings to benchmark and measure progress toward the reduction of single-occupant vehicle trips.

H. Advance Dedication of Right-of-Way

1. Route 606 Connection/Shaw Road Extension.

In the event that the County or others proceed with the construction of Shaw Road from Realigned Innovation Avenue to the northern Property line in the general location depicted as "D" on Exhibit F prior to the Applicant's proffered construction schedule, the Applicant shall dedicate the on-site portion of such right-of-way and necessary/associated construction and maintenance-related easements for such road, as long as the location of the right-of-way is in general conformance with Exhibit F. The Applicant shall dedicate such on-site right-of-way or easements prior to the approval of the applicable site plans, public improvement plans, and/or construction plans and profiles for such road.

2. Road B Connection to Rock Hill Road.

In the event that the County or others proceed with the construction of Road B from the intersection of Road B and Road H east to Rock Hill Road in the general location depicted as "F" on Exhibit F prior to the Applicant's proffered construction schedule, the Applicant shall dedicate right-of-way, up to 30 feet in width, and necessary/associated construction and maintenance-related easements to accommodate one-half of a two-lane undivided section of Road B from the intersection of Road B and Road H east to Rock Hill Road, as long as the location of the right-of-way is in general conformance with Exhibit F.

I. Construction of Improvements by Others

All cash equivalent contributions to be made by the Applicant in the event the funding and construction of any proffered road improvement(s) is/are completed by others (third parties), specifically the cash equivalent contributions provided in Proffers VII.A.6, VII.D.5, and VII.F.3, will be determined from all project construction costs to include engineering, surveying, bonding, permit fees, utility relocation, and other hard costs of construction based on actual costs expended as verified by invoices for project expenses by the party who completed such road construction. In the event that paid invoices for the work cannot be obtained to verify actual costs expended for road construction, the cash equivalent contribution will be based upon County bonding estimates for said construction. The cash equivalent contribution shall be paid to the County at the time the Applicant would have otherwise been required to bond or construct such road improvements and may be used by the County for regional road and transit improvements in the vicinity of the Property.

J. Shuttle Bus Service and Bus Shelters

1. Prior to the issuance of the first occupancy permit for any building in Phase II, the Applicant shall provide a shuttle bus system that facilitates transport of employees, residents and guests of the Property to and from the Route 28/CIT Metro Station. The shuttle bus system shall serve at least three of the bus shelters described in Proffer VII.J.2 below every 15 minutes between the hours of 6:30 am to 9:00 am and 4:30 pm to 7:00 pm Monday through Friday, excluding Federal holidays. The Applicant reserves the right to construct and serve any additional bus shelters/stops within the Property in its sole discretion. The Applicant shall coordinate with the Office of Transportation Services in determining the most appropriate route(s) for the shuttle bus service.

2. The Applicant shall construct a minimum of three (3) bus shelters at the Property among the four potential bus shelter locations generally shown on the CDP and in

coordination with the Office of Transportation Services or such other appropriate Loudoun County agency as determined at the time of site plan. At least three (3) bus shelters shall be approved and under construction prior to the issuance of the first occupancy permit for any building in Phase II. Any bus shelter to be constructed in accordance with this commitment shall be enclosed on three (3) sides, have a roof and meet the County's minimum bus shelter design standards. The Applicant reserves the right to construct additional bus shelters and/or provide additional bus stops (without shelters) within the Property in its sole discretion.

K. Construction of Transportation Improvements

For the purposes of these Proffers, except for Proffers VII.A and VII.B, the term "construct" is intended to mean constructed or bonded for construction and does not necessitate acceptance into the VDOT system prior to the issuance of a specified occupancy permit.

VIII. PEDESTRIAN AND BICYCLE FACILITIES

A. Pedestrian Network

1. The Applicant shall construct a network of sidewalks/pedestrian pathways throughout the Property, which shall include the sidewalks shown on Sheet 6 of the CDP. Sidewalks/pedestrian pathways shall be provided on both sides of all internal public and private streets within the Property, with the exception of alleys and where the Applicant provides a multi-use trail in accordance with Proffer VIII.B.1 below. Sidewalks and pedestrian pathways shall be constructed of asphalt, concrete, brick, or other similar material and shall be a minimum width of ten (10) feet in the Town Center Core and the Town Center Fringe of the PD-TC zoning district with an unobstructed pathway of at least five (5) feet. All sidewalks and pedestrian pathways shall be either in public right-of-way or in public access easements and shall be constructed in accordance with the Facilities Standards Manual, provided, however, that in the event Land Bay A is sold to, or leased by, a government agency and/or defense contractor subject to security regulations that restrict public access, the sidewalks/pedestrian pathways within Land Bay A may not be in public right-of-way or in public access easements. All sidewalks and pedestrian pathways located within public access easements shall be maintained by the Dulles World Center POA pursuant to Proffer VI.A.

2. The network of sidewalks and pedestrian pathways shall provide direct access and connections to and between: a) the primary entrance or entrances of each principal building within the Property, b) sidewalks/pedestrian pathways on adjacent properties that extend to the boundaries of the Property, c) any public sidewalk/pedestrian pathway system along the perimeter streets of the Property (i.e., Realigned Innovation Avenue and Road H), d) the planned bus shelters/stops within the Property, e) the Route 28/CIT Metro Station pursuant to Proffer VIII.D, and f) the on-site open spaces (with the exception of open space within Land Bay A if public access is restricted pursuant to Proffer V.A.1), civic uses, and recreational amenities within the Property described in Proffer V.

3. Crosswalks shall be provided throughout the Property in the locations shown on Sheet 6 of the CDP and shall be a minimum of 10 feet wide. They shall be delineated with paint, textured paving, pavers, decorative pavement or any other material or technique that achieves a similar purpose.

B. Multi-Use Trail Network

1. The Applicant shall construct and open a network of multi-use trails in the locations shown on Sheet 6 of the CDP. The multi-use trails shall be constructed to a minimum width of ten (10) feet. All multi-use trails shall be either in public right-of-way or in public access easements and shall be constructed in accordance with the Facilities Standards Manual. All multi-use trails located within public access easements shall be maintained by the Dulles World Center POA pursuant to Proffer VI.A.

2. The network of multi-use trails shall provide direct access and connections to and between: a) multi-use trails on adjacent properties that extend to the boundaries of the Property, b) any public multi-use trail along the perimeter streets of the Property (i.e., Realigned Innovation Avenue and Road H), c) at least two of the three planned bus shelters/stops within the Property, and d) the Route 28/CIT Metro Station pursuant to Proffer VIII.D.

3. The Applicant shall provide bicycle racks accommodating a minimum of 5 bicycles at each of the bus shelters described in Proffer VII.J at the time the Applicant installs each such bus shelter. The Applicant shall provide bicycle racks accommodating a minimum of 20 bicycles for each Residential building and a minimum of 20 bicycles for each Office and Office/Commercial building at such time as the Applicant constructs each such building. The locations of such bicycle racks shall be shown on the applicable site plans for the Residential, Office, and Office/Commercial buildings within the Property.

4. The Applicant shall provide at least one (1) shower/changing facility for each Office and mixed-use Office/Commercial building at such time as the Applicant constructs each such building.

C. Trail Network in Land Bay A

The Applicant shall construct a network of pedestrian trails of pervious materials within Land Bay A as shown on Sheet 6 of the CDP prior to the issuance of the first occupancy permit for any building within Land Bay A. All trails within Land Bay A shall avoid the critical root zones of potential specimen trees. In the event Land Bay A is sold to, or leased by, a government agency and/or defense contractor subject to security regulations that restrict public access, the Applicant may limit the trail network within Land Bay A to use by only Land Bay A's tenants and employees.

D. Trail Connection to the Route 28/CIT Metro Station

Prior to the issuance of the first occupancy permit for any building in Phase II, the Applicant shall construct an off-site multi-use trail connection to the Route 28/CIT Metro Station as shown on Sheet 6 of the CDP, provided, however, that the multi-use trail can be accommodated in public right-of-way and/or the owner of Loudoun County parcel MCPI# 035-26-7139 and Fairfax County Tax Map parcels 15-2 ((1)) 15 and 18 grants the necessary easements for the Applicant to construct the trail. The trail shall be an asphalt multi-use trail with a minimum width of ten (10) feet. Notwithstanding the above, if the owner of Loudoun County parcel MCPI# 035-26-7139 and Fairfax County Tax Map parcels 15-2 ((1)) 15 and 18 has constructed sidewalk and/or multi-use trail connections through such properties to the Route

28/CIT Metro Station prior to the issuance of the first occupancy permit for any building in Phase II, and the Applicant may connect to such sidewalks and/or multi-use trails in accordance with Proffer VIII.A.2. or Proffer VIII.B.2, the Applicant shall be released from the obligations of this Proffer VIII.D.

E. Lighting

Lighting for the Property shall be designed and constructed with cut-off and fully shielded lighting fixtures so that the light will be directed inward and downward toward the interior of the Property and all lighting shall be in conformance with Section 5-1504 of the Zoning Ordinance.

F. Signage

Signage for the Property shall be provided in accordance with Section 5-1200 of the Zoning Ordinance or pursuant to a Comprehensive Sign Plan approved by the Board of Supervisors in accordance with Section 5-1202(E) of the Zoning Ordinance.

G. Noise Mitigation

1. The Applicant has provided a noise impact study, conducted by a certified professional engineer, to the County to determine whether there is any need for additional buffering and noise attenuation measures between the Residential buildings and Route 28 and/or the Dulles Toll Road. Noise impacts will be deemed to occur when noise levels approach (that is, 1.0 decibel less than) or exceed the Noise Abatement Criteria identified in the Revised Countywide Transportation Plan. For all impacted uses, noise attenuation measures shall be provided along Route 28 and the Dulles Toll Road sufficient to mitigate the anticipated noise impacts prior to the issuance of the first occupancy permit for any impacted Residential units. Noise attenuation measures shall result in noise levels at least 2.0 decibels less than impact levels established by the Noise Abatement Criteria.

2. At the time of first site plan submission for the first Residential building adjacent to Realigned Innovation Avenue in the PD-TC portion of the Property, the Applicant shall provide a noise impact study, conducted by a certified professional engineer, to the County to determine whether there is any need for additional buffering and noise attenuation measures between the Residential buildings and Realigned Innovation Avenue. Noise impacts will be deemed to occur when noise levels approach (that is, 1.0 decibel less than) or exceed the Noise Abatement Criteria identified in the Revised Countywide Transportation Plan. For all impacted uses, noise attenuation measures shall be provided along Realigned Innovation Avenue sufficient to mitigate the anticipated noise impacts prior to the issuance of the first occupancy permit for any impacted Residential units. Noise attenuation measures shall result in noise levels at least 2.0 decibels less than impact levels established by the Noise Abatement Criteria.

IX. ENVIRONMENT

A. Sustainable Development Practices

In order to provide for the implementation of sustainable development practices at the Property and to ensure the development of an environmentally sensitive community, the Applicant shall develop the Property utilizing the following environmental strategies and measures.

1. Management of Impervious Areas. The Applicant shall maintain an imperviousness for the overall Property of less than sixty-six percent (66%) throughout all phases of development through the use of alternative treatments such as, but not limited to, green roofs, pervious pavement and stormwater recycling.

2. Stormwater Quality. The Applicant shall achieve a fifty percent (50%) phosphorous removal rate from stormwater runoff at the time of the first site plan for any building in Phase III, and shall maintain such phosphorus removal rate thereafter, provided this removal rate does not apply to road and utility infrastructure. The removal rate shall be measured by the Virginia Stormwater Management Handbook and the Loudoun County Facilities Standards Manual. The Applicant shall demonstrate compliance with this commitment on the first site plan for any building in Phase III and on each subsequent site plan. The Applicant shall achieve such phosphorus removal through the following measures:

a. At a minimum, the Applicant shall incorporate:

i. Green Roofs. A minimum of 75,000 square feet of green roofs shall be provided prior to the issuance of the first occupancy permit for more than 3,200,000 square feet of Non-Residential uses for the Property. Green roofs are defined as a roof that is partially or completely covered with vegetation and growing medium, planted over a waterproof barrier or membrane that may also include additional layers such as a root barrier, drainage and/or irrigation systems. Green roofs at the Property may be both extensive and intensive. The Applicant shall include a tabulation showing the square footage of green roofs with the first site plan for more than 3,200,000 square feet of Non-Residential uses for the Property and with each subsequent site plan.

ii. Tree Box Filters. A minimum of 75 percent of street trees along the perimeter of Land Bays 7, 8, 10, 11, 12 and 13 (exclusive of Road H frontage and road frontage with depressed curb) shall be planted within tree box filters. The Applicant shall include a tabulation showing the percentage of street trees to be planted within tree box filters with each site plan for Land Bays 7, 8, 10, 11, 12, and 13.

iii. Pervious Pavement. A minimum of twenty percent (20%) of the total square footage of both temporary and permanent off-street surface parking lots shall be constructed with pervious materials. The Applicant shall include a tabulation showing the percentage of pervious pavement with each site plan for the Property.

b. The Applicant may, but is not obligated to, also utilize:

i. Rain Gardens.

ii. Vegetated Infiltration Basins.

- iii. Infiltration Planters.
- iv. Bio-Retention.
- v. Stormwater recycling.
- vi. Additional Low Impact Development/Best Management Practices techniques.

3. Recycling Programs

a. During Construction. Prior to the approval of the first site plan, the Applicant shall provide the County Proffer Manager with a Construction Waste Management Plan ("Plan") for diverting from landfill disposal at least 50 percent of the construction debris generated by all construction activity on the Property. The Plan shall outline recycling and/or reuse of waste generated during construction. The Plan shall outline specific waste streams and identify the means by which waste will be managed (reused, reprocessed on-site, removed by licensed haulers for reuse/recycling, etc.). The Plan must include letters from contracted haulers, re-processors, and recyclers indicating that they are able to manage waste from construction on the Property, in accord with the Plan. The Applicant shall implement the plan throughout construction of the project.

b. Post Construction. The POA covenants shall require the POA, as described in Proffer VI.A, to establish a mandatory recycling program for all Residential and Non-Residential buildings.

4. The Sustainable Development Plan presented with this Application and included by reference as Exhibit E (dated July 30, 2010) shall serve as guidance for the implementation of such strategies and measures; however, only the elements of the Sustainable Development Plan set out in Proffer IX.A above shall constitute proffered commitments.

B. Tree Conservation and Tree Protection

1. The Applicant shall establish tree save areas in the locations shown on Sheet 6 of the Concept Development Plan as the "Tree Conservation Area." Clearing in these areas shall be permitted only for the construction of utility crossings, wetland mitigation, storm water management facilities, best management practices, low impact design facilities and trail crossings and any such clearing shall be limited to the minimum area required for said construction. Notwithstanding the previous sentence, no tree clearing shall occur within the drip line of the specimen trees identified on the CDP. The final delineation of the Tree Conservation Areas shall be phased in and established with contiguous site and/or subdivision plans.

2. A minimum of eighty percent (80%) of the tree canopy within the cumulative Tree Conservation Area depicted on the CDP will be preserved, exclusive of stands of Virginia Pine over 25 years in age. The extent of the existing tree canopy within the Tree Conservation Area shall be determined based on the Tree Stand Evaluation by Wetlands Studies and Solutions, Inc. dated August 26, 2008. In the event any clearing in excess of twenty (20) percent of the cumulative Tree Conservation Area occurs, the Applicant shall replace such lost

canopy onsite in locations to be designated at the discretion of the Owner in consultation with the County in order to achieve at least eighty percent (80%) tree cover for the cumulative Tree Conservation Area. In addition, the Applicant shall plant additional native trees within the stream valley buffer in Land Bay A as shown on Sheet 6 of the CDP. Boundaries of all Tree Conservation Areas shall be delineated on the record plat recorded for each section of the development. Construction plans shall clearly define the limits of the Tree Conservation Area and all such areas shall be clearly marked in the field. Tree protection fencing shall be placed outside the drip lines along the limits of the Tree Conservation Area prior to commencing land-disturbing activities. The Applicant reserves the right to remove, in consultation with the County Urban Forester, any dead, damaged, dying or diseased trees and vegetation, and any tree or vegetation that interferes with the construction, proper functioning and/or use of any utility or drainage easement, or creates a danger to property or persons.

3. If, during construction on the Property, it is determined by the Applicant's certified arborist and/or the County Urban Forester that any healthy tree located within the boundaries of any of the Tree Conservation Areas described in this Proffer has been damaged during construction and will not survive, then the Applicant shall remove each such tree and replace each such tree with two (2) 2½ - 3 inch caliper native, non-invasive deciduous trees. The species and placement of replacement trees shall be proximate to the area of each such damaged tree so removed, or in another area determined in consultation between the Applicant and the County Urban Forester.

4. The POA documents shall include a provision that prohibits removal of trees in Tree Conservation Areas, as shown on the record plat, after construction has been completed by the Applicant, without specific permission of the County Urban Forester, except as necessary to accommodate Forest Management Techniques as described in the tree management and maintenance program to be prepared in accordance with Proffer IX.D below, performed by or recommended by a professional forester or certified arborist, that are necessary to protect or enhance the viability of the canopy. Such Management Techniques may include, without limitation, pruning and the removal of vines, invasive species, trees uprooted or damaged by extreme weather conditions, and trees or limbs that are diseased, insect-infested, dead, or are considered a hazard to life or property. The POA documents shall clearly state that such provisions prohibiting tree removal shall not be amended by the Applicant or the POA without written approval from the County. The record plat for each portion of the Property containing a Tree Conservation Area shall contain a note stating that the removal of trees within a Tree Conservation Area is prohibited except in accordance with the Declaration of Covenants.

C. General Tree Protection

Construction plans and profiles and site plans for all permitted improvements shall clearly define the limits of clearing and all such areas shall be clearly marked in the field. Tree protection fencing shall be placed outside the drip lines along all clearing limits in treed areas prior to commencing land-disturbing activities. In the event any trees to be protected are damaged due to construction activities and need to be removed (as determined by the Applicant's certified arborist), the Applicant shall replace each such tree with two (2) 2½ - 3 inch caliper native, non-invasive deciduous trees. The Applicant reserves the right to remove, in consultation with the County, any dead, damaged, dying or diseased trees and vegetation, and any tree or

vegetation that interferes with the construction, proper functioning and/or use of any street or utility or drainage easement, or creates a danger to property or persons.

D. Tree Preservation/Management Programs

The Applicant shall engage an urban forester/arborist to prepare tree management and maintenance programs for all Tree Conservation Areas. Such programs shall be prepared and submitted for each preliminary subdivision plan or preliminary site plan application, whichever is first, in conjunction with tree conservation plans required by the Facilities Standards Manual. Such programs shall allow the removal of any dead, damaged, dying or diseased trees and vegetation, and any tree or vegetation that interferes with the proper functioning and use of any street or utility or drainage easement, or creates a danger to property or persons. The POA will be responsible for implementing the tree care programs. The POA covenants will include restrictions to prevent the POA from clearing within any designated Tree Conservation Area.

1. **Tree Reforestation Plan.** Concurrent with the submission of the first site plan application for Land Bay A, the Applicant shall submit a reforestation plan to the County prepared by a professional forester or ISA (International Society of Arborists) Certified Arborist for the area shown on Sheet 5 of the CDP and labeled as Reforestation Area. The reforestation plan shall plant 1-inch minimum caliper, native, deciduous trees at a density of 100 trees per acre. The approved reforestation plan will be implemented concurrent with issuance of the first occupancy permit for Land Bay A.

E. River and Stream Corridor Resources

With the exception of the encroachment of Road C depicted on Sheet 5 of the CDP, the Applicant shall preserve and retain in its natural state the River and Stream Corridor Resources area as shown on Sheet 5 of the CDP so as to comply with the River and Stream Corridor Policies of Loudoun County's Revised General Plan, provided that the Applicant may encroach into the such resources as permitted in accordance with Revised General Plan policies. The Applicant shall depict the River and Stream Corridor Resources area on all subsequent land development applications for the Property.

F. Wetlands Trail Crossings

The Applicant shall use raised boardwalks over wetlands and waters of the U.S. as part of the planned trail systems, subject to the approval of the County and U.S. Army Corps of Engineers/Department of Environmental Quality.

G. Wetlands Mitigation

For any new wetland and/or stream impacts determined to be unavoidable in conjunction with the permitting process, the Applicant shall provide wetland and/or stream mitigation in the following priority order: 1) mitigation bank credits from a bank in the Broad Run watershed, 2) mitigation bank credits from a bank in Loudoun County, 3) mitigation bank credits from a bank outside of Loudoun County but within the Potomac River watershed, 4) in-lieu fee program credits, 5) permittee-responsible mitigation under a watershed approach, 6) permittee-responsible mitigation through an on-site and in-kind mitigation, and 7) permittee-responsible mitigation

through off-site and/or out-of-kind mitigation, subject to approval by the Army Corps of Engineers.

H. Permitted Uses in Floodplain

The Applicant shall limit the uses permitted in the major floodplain identified on Sheet 5 of the CDP to uses in accordance with Section 4-1505 of the Zoning Ordinance.

X. EMERGENCY SERVICES

A. Fire and Rescue Contribution - Residential Uses

At the time of the issuance of each Residential zoning permit, a one-time contribution of \$120.00 per unit for each Residential unit shall be paid to the County for distribution by the County to the primary volunteer fire and rescue companies providing service to the Property. Said contribution shall escalate on a yearly basis from the base year of 1988 and change effective each January 1 thereafter, based on the Consumer Price Index as published by the Bureau of Labor Statistics, U.S. Department of Labor, for the Washington-Baltimore, MD-VA-DC-WV Consolidated Metropolitan Statistical Area (the "CPI"). Contributions pursuant to this paragraph shall be divided equally between the primary servicing fire and rescue companies providing service to the Property. Notwithstanding the foregoing, at such time as the primary fire and rescue services to the Property are no longer provided by incorporated volunteer companies, the obligation to make the contributions listed within this paragraph shall cease. The intent of these provisions is to support a volunteer fire and rescue system so long as a volunteer system is the primary provider of fire and rescue services to the Property. If only one of these services ceases to be provided by a volunteer company, then the contribution shall be halved and shall continue to be provided to the remaining volunteer company.

B. Fire and Rescue Contribution - Non-Residential Uses

At the time of the issuance of each zoning permit for Non-Residential uses, a one-time contribution of \$0.20 per gross square foot of Non-Residential floor area shall be paid to the County for distribution by the County to the primary volunteer fire and rescue companies providing service to the Property. Said contribution shall escalate on a yearly basis from the base year of 1988 and change effective each January 1 thereafter, based on the CPI. For the purpose of this Section, Non-Residential floor area includes Office, Commercial, and Hotel floor area, but excludes HOA facilities and County owned facilities such as schools. Contributions pursuant to this paragraph shall be divided equally between the primary servicing fire and rescue companies providing service to the Property. Notwithstanding the foregoing, at such time as the primary fire and rescue services to the Property are no longer provided by incorporated volunteer companies, the obligation to make the contributions listed within this paragraph shall cease. The intent of these provisions is to support a volunteer fire and rescue system so long as a volunteer system is the primary provider of fire and rescue services to the Property. If only one of these services ceases to be provided by a volunteer company, then the contribution shall be halved and shall continue to be provided to the remaining volunteer company.

C. Fire and Rescue Review of Site Plans

At the time of the initial submission of each site plan for the Property, the Applicant also shall submit each site plan to Fire, Rescue, and Emergency Management Planning for review and comment to ensure that the site layout for the portion of the Property subject to the site plan provides emergency vehicles and personnel adequate access and circulation throughout the Property.

XI. WATER AND SEWER SERVICE

A. Water Service

The Property will be served by the central water supply system. At the time of submission of the first site plan for development of the Property, the Applicant shall provide Loudoun Water with an analysis of the capacity of the water lines serving the Property. If Loudoun Water determines that any water line serving the Property is inadequate to serve the total development authorized for the Property, the Applicant shall provide a phasing plan for additional extensions, connections, upgrades and/or improvements to offsite water lines demonstrating that the Applicant can provide sufficient water service for each phase of development. In the event Loudoun Water requests a redundant water line for the Property, the Applicant's water phasing plan shall include the installation of such redundant line during the construction of the Shaw Road extension to Realigned Innovation Avenue prior to the issuance of the first occupancy permit in Phase III in accordance with Proffer VII.D. The Applicant shall extend, connect, upgrade and/or improve offsite water lines to serve the development proposed with the first site plan and each subsequent site plan in accordance with the water phasing plan. All such extensions, connections, upgrades, and/or improvements to offsite water lines shall be constructed in accordance with Loudoun Water standards and at no expense to Loudoun Water or Loudoun County.

B. Sanitary Sewer Service

The Property will be served by the central sewer system. At the time of submission of the first site plan for development of the Property, the Applicant shall provide Loudoun Water with an analysis of the capacity of the sanitary sewer lines serving the Property. The capacity analysis shall include all properties in the service area of the Horsepen Run interceptor at their fully developed by-right densities. If Loudoun Water determines that any sewer line serving the Property is inadequate to serve the total development authorized for the Property, the Applicant shall provide a phasing plan for additional extensions, connections, upgrades and/or improvements to offsite sanitary sewer lines demonstrating that the Applicant can provide sufficient sanitary sewer service for each phase of development. The Applicant shall extend, connect, upgrade and/or improve offsite sanitary sewer lines to serve the development proposed with the first site plan and each subsequent site plan in accordance with the sanitary sewer phasing plan. The Applicant acknowledges that amendment of the existing agreements among Loudoun Water, Fairfax County, and DCWASA may be necessary to allow the sanitary sewer extensions, connections, upgrades, and/or improvements required to serve the total development authorized for the Property and that full build-out of the proposed development may not be possible in the absence of such an amendment. All such extensions, connections, upgrades, and/or improvements to offsite sanitary sewer lines shall be constructed in accordance with Loudoun Water standards and at no expense to Loudoun Water or Loudoun County.

XII. SEVERABILITY

Any portion of the Property may be the subject of a Proffered Condition Amendment, Zoning Concept Plan Amendment, Rezoning, Special Exception, Commission Permit, Zoning Modification, Variance or other zoning action without the joinder and/or consent of the owners of the other land areas, provided that such application complies with the relevant Zoning Ordinance provisions. Previously approved proffered conditions or development conditions applicable to a particular portion of the Property which are not the subject of such an application shall remain in full force and effect.

XIII. ESCALATOR

Unless otherwise specified, all cash contributions enumerated in these Proffers shall be subject to an annual escalator based on the Consumer Price Index (CPI-U) All Urban Consumers, Washington-DC-MD-VA-WV with a base year of 2010. This escalator shall take effect on January 1 of 2011 and change effective each January 1 thereafter.

The undersigned hereby warrant that all owners with a legal interest in the Property have signed this Proffer Statement, that they, together with the others signing this document, have full authority to bind the Property to these conditions, and that the Proffers are entered into voluntarily.

Cooley LLP
DRAFT
DATED: SEPTEMBER 16, 2010

APPLICANT:

DULLES WORLD CENTER, LLC

a _____ limited liability company

By: _____ (SEAL)

Name: _____

Title: _____

STATE OF _____)

) to-wit:

COUNTY/CITY OF _____)

The foregoing Proffer Statement was acknowledged before me this _____ day of _____, 2010, by _____ as _____ of Dulles World Center, LLC.

Notary Public

My Commission Expires: _____

PROPERTY OWNER:

**INNOVATION AND ENTREPRENEURSHIP
INVESTMENT AUTHORITY**

By: _____(SEAL)

Name: _____

Title: _____

STATE OF _____)

) to-wit:

COUNTY/CITY OF _____)

The foregoing Proffer Statement was acknowledged before me this _____ day of _____, 2010, by _____ as _____ of the Innovation and Entrepreneurship Investment Authority.

Notary Public

My Commission Expires: _____

EXHIBIT A

DULLES WORLD CENTER, LLC

ZONING ORDINANCE MODIFICATIONS

(Submitted under separate cover.)

Cooley LLP
DRAFT
DATED: SEPTEMBER 16, 2010

EXHIBIT B

DULLES WORLD CENTER, LLC

CONCEPT DEVELOPMENT PLAN

(Submitted under separate cover.)

Cooley LLP
DRAFT

DATED: SEPTEMBER 16, 2010

EXHIBIT C

DULLES WORLD CENTER, LLC

RIGHT OF WAY EXHIBIT
(Submitted under separate cover.)

Cooley LLP
DRAFT

DATED: SEPTEMBER 16, 2010

EXHIBIT D

DULLES WORLD CENTER, LLC

DESIGN GUIDELINES

(Submitted under separate cover.)

Coolley LLP
DRAFT
DATED: SEPTEMBER 16, 2010

EXHIBIT E

DULLES WORLD CENTER, LLC

SUSTAINABLE DEVELOPMENT PLAN

(Submitted under separate cover.)

Cooley LLP
DRAFT

DATED: SEPTEMBER 16, 2010

EXHIBIT F

DULLES WORLD CENTER, LLC
TRANSPORTATION IMPROVEMENTS
(Submitted under separate cover.)

454572 v1/RE

Cooley LLP
DRAFT
DATED: SEPTEMBER 16, 2010